

RECORDATION NO. 26952 FILED

MAY 09 '07 -11 4 0 AM

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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

May 9, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 12, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Lessee: General Mills Operations Inc.
Number One General Mills Blvd.
PO Box 1113
Minneapolis, MN 55440

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A description of the railroad equipment covered by the enclosed document is:

10 hopper railcars: AEX 12981, AEX 12986, AEX 12992, AEX 13029, AEX 13034, AEX 13040, AEX 13042 and AEX 13045 – AEX 13047.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAY 09 '07 -11 4 0 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE**WITNESSETH**

This Memorandum of Lease is entered into as of the 12th day of December, 2006, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and General Mills Operations Inc., a Delaware corporation, having its principal place of business at Number One General Mills Blvd., P.O. Box 1113, Minneapolis, MN 55440-1113 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #199602-GEN dated August 1, 1996 (the "Master Lease"), and Deal #R01063 dated as of December 12, 2006 (the "Schedule"), whereby Lessor leases to Lessee ten (10) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

LESSEE:

GENERAL MILLS OPERATIONS INC.

By: 

Printed

Name: RONALD D. OLSON

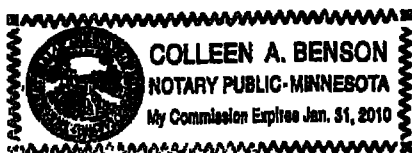
Title: VICE PRESIDENT

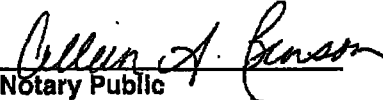
Date: 12/6/06

STATE OF Minnesota)

COUNTY OF Hennepin) SS:

The foregoing instrument was acknowledged before me this 6th day of December, 2006, by Ronald D. Olson, the Vice President of General Mills Operations Inc., a Delaware corporation, on behalf of the corporation.




Notary Public

LESSOR:

THE ANDERSONS, INC.

By: 

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: December 12, 2006

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 12th day of December, 2006, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

EXHIBIT A

Car List

Ten (10) Covered Hoppers

1	AEX 012981	6	AEX 013040
2	AEX 012986	7	AEX 013042
3	AEX 012992	8	AEX 013045
4	AEX 013029	9	AEX 013046
5	AEX 013034	10	AEX 013047

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/9/07



Robert W. Alvord